

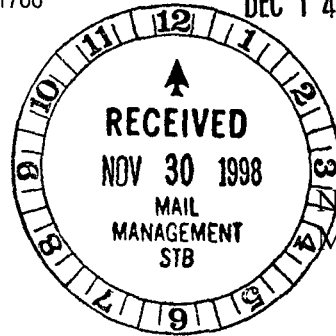
Boeing Capital Corporation  
4060 Lakewood Blvd., 6th Floor  
Long Beach, CA 90808-1700

RECORDATION NO. 20432 FILED A

DEC 14 '98

2-42 PM

David A. Nelson  
Manager,  
Special Credits Department  
562 627-3006



November 25, 1998  
MDFC DAN 995

RECEIVED  
SURFACE TRANSPORTATION  
BOARD

2 42 PM '98

Ms. Janice Fort  
Surface Transportation Board  
1925 K Street NW, # 704  
Washington, DC 20423



Re: Railcar lease to Level Energy Transportation & Storage

Dear Ms. Fort,

MDFC Equipment Leasing Corporation is wholly owned subsidiary of Boeing Capital Corporation. On occasion MDFC Equipment Leasing Cooperation will be the lessor of railcars. One of these transactions was to Level Energy Transportation and Storage. Said transaction was recorded with the Surface Transportation Board with the recordation of Memorandum of Lease filed 12/30/96 with your # 20432.

This lease has now been terminated and the equipment sold. Accordingly I am enclosing an original and a copy of a *Termination of Lease* document to terminate our recordation as indicated above.

Should you have any questions on this matter, please contact me,

Yours truly,

David A. Nelson  
Manager,  
Special Credits

SURFACE TRANSPORTATION BOARD  
WASHINGTON, D.C. 20423-0001

OFFICE OF THE SECRETARY

Date: 12/14/98

David A Nelson  
Boeing Capital Corporation  
4060 Lakewood Blvd., 6<sup>th</sup> Floor  
Long Beach, CA 90808-1700

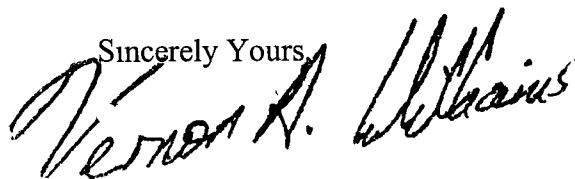
Dear Sir:

The enclosed document(s) was recorded pursuant to the provisions of 49 U.S.C. 11301

and 49 CFR 1177.3(c), on 12/14/98 at 2:42 PM , and

assigned recordation number(s). . 20432- A.

Sincerely Yours

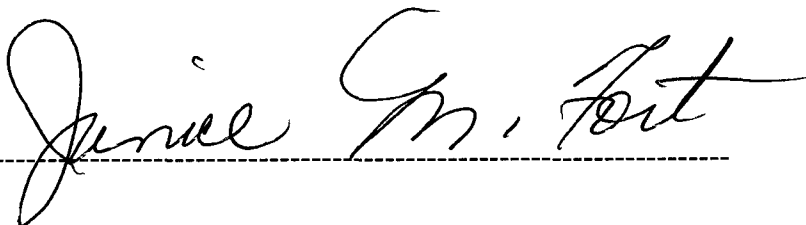


Vernon A. Williams

26.00

\$\_\_\_\_\_ The amount indicated at the left has been received in payment of a fee in connection with a document filed on the date shown. This receipt is issued for the amount paid. In the event of an error or any questions concerning this fee, you will receive a notification after the Surface Transportation Board has an opportunity to examine your document.

Signature\_\_\_\_\_



RECORDATION NO. 20432-A FILED  
DEC 14 '98 2-42 PM

# TERMINATION OF LEASE

THIS TERMINATION OF LEASE OF RAILROAD EQUIPMENT  
["Termination"] is made as of November 25, 1998 by MDFC Equipment Leasing  
Corporation ["Lessor"], a Delaware corporation.

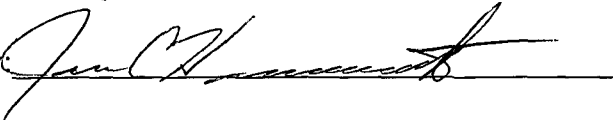
1. Recitals. Lessor entered into the Equipment Lease Agreement dated as of December 16, 1996 [the "Lease"] with Level Energy Transportation & Storage, Inc., a Texas corporation, with respect to the fifty [50] railcars identified in Schedule A attached hereto. A Memorandum of Lease Agreement is on file at the Surface Transportation Board of the Department of transportation ["STB"] under STB Recordation number 20432 filed on December 30, 1996 at 3:00PM.

The Lease was terminated on October 2, 1998. The purpose of this Termination of Lease is to provide a formal termination document for filing with the STB.

2. Termination. The Lease is hereby formally terminated.

IN WITNESS WHEREOF, Lessor, pursuant to due corporate authority, has caused this Termination of Lease to be signed in its corporate name on the date indicated below its signature.

MDFC EQUIPMENT LEASING CORPORATION

By: 

Its: Senior Documentation Officer

Date: November 25, 1998

Exhibit A

EQUIPMENT DESCRIPTION, RAILROAD CARS LEASED BY LEVEL  
ENERGY TRANSPORTATION & STORAGE, INC. FROM MDFC  
EQUIPMENT LEASING CORPORATION.

A. Fifty (50) - new railroad tankcars built during 1996 by Trinity.

<u>Built</u>	<u>#</u>	<u>Built</u>	<u>#</u>	<u>Built</u>	<u>#</u>
1996	LEVX001001	1996	LEVX001018	1996	LEVX001034
1996	LEVX001002	1996	LEVX001019	1996	LEVX001035
1996	LEVX001003	1996	LEVX001020	1996	LEVX001036
1996	LEVX001004	1996	LEVX001021	1996	LEVX001037
1996	LEVX001005	1996	LEVX001022	1996	LEVX001038
1996	LEVX001006	1996	LEVX001023	1996	LEVX001039
1996	LEVX001007	1996	LEVX001024	1996	LEVX001040
1996	LEVX001008	1996	LEVX001025	1996	LEVX001041
1996	LEVX001009	1996	LEVX001026	1996	LEVX001042
1996	LEVX001010	1996	LEVX001027	1996	LEVX001043
1996	LEVX001011	1996	LEVX001028	1996	LEVX001044
1996	LEVX001012	1996	LEVX001029	1996	LEVX001045
1996	LEVX001013	1996	LEVX001030	1996	LEVX001046
1996	LEVX001014	1996	LEVX001031	1996	LEVX001047
1996	LEVX001015	1996	LEVX001032	1996	LEVX001048
1996	LEVX001016	1996	LEVX001033	1996	LEVX001049
1996	LEVX001017			1996	LEVX001050

Original Cost \$84,420.00 each